

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 0001 through 0107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 30th day of May, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Barrow Recording District for a temporary construction zone to accommodate the installation and maintenance of sacrificial anode bag ground beds at four locations along the banks of the Sagavanirktok River where the TAPS Right-of-Way crosses the river in the vicinity of pipeline mileposts 76 and 84. The ground beds are designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection at these locations.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 2 South, Range 14 East, Umiat Meridian, Alaska

Section 33: That portion of the SW4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3014.

Containing 20 acres, more or less.

Township 3 South, Range 14 East, Umiat Meridian, Alaska

Section 4: That portion of the NE4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3015.

Containing 20 acres, more or less.

Township 4 South, Range 14 East, Umiat Meridian, Alaska.

Section 5: That portion of the SW4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3016.

Containing 20 acres, more or less.

Township 4 South, Range 14 East, Umiat Meridian, Alaska.

Section 7: That portion of the NE4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3016.

Section 8: That portion of the NW4 as depicted on Alyeska Pipeline Service Company drawing D-00-C3016.

Containing 20 acres, more or less.

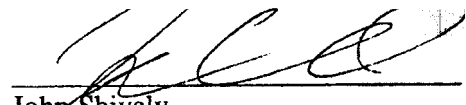
Located within the Barrow Recording District.


The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the diversion dike, said as-built to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE


John Shively
Commissioner
Department of Natural Resources

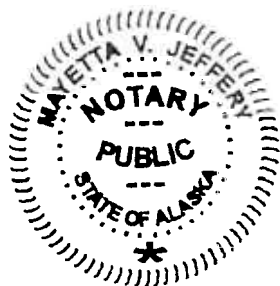

Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA

) ss

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 20th day of May, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



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Notary Public in and for the State of Alaska
My Commission expires June 22, 1997

STATE OF ALASKA

) ss

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 20th day of May, 1996, before me, personally appeared DENNIS E. PRENDEVILLE, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Susan Waterman
Notary Public in and for the State of Alaska
My Commission expires March 21, 1999